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the AMAZING SPIDER-MAN

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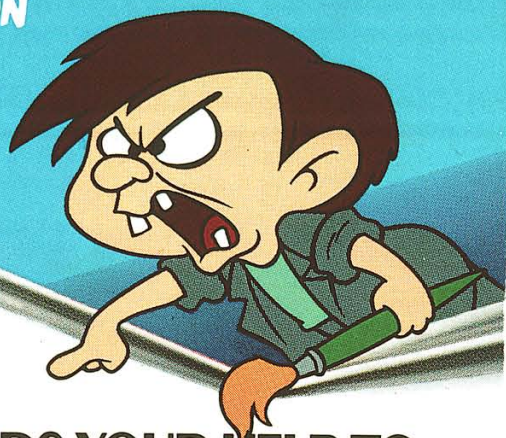
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BELOW!



BUSTER NEEDS YOUR HELP TO SAVE BABS FROM MONTANA MAX BEFORE IT'S TOO LATE.

Acme Acres is in trouble to the max. That bratty billionaire has captured Babs Bunny. So Buster's got to get hopping on a wild rescue romp!

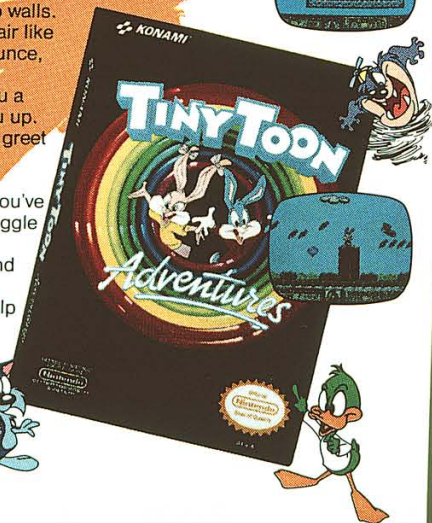
Luckily he's got the help of his kooky pals Dizzy Devil, Furrball and Plucky Duck. And how! Dizzy Devil spins himself silly to break through rock solid walls. Furrball climbs straight up walls. And Plucky swims and glides through the air like a... duck. Along with Buster's powerful bounce, Monty will be toast!

Maybe. Six hairy scary levels show you a gazillion ways that Monty will try to trip you up. He's hired a gang of goofballs gone bad to greet you, like the ever clever Roderick Rat, iron-pumping Arnold the Pitbull and hug-happy Elmyra. If that weren't enough, you've got to beat the clock as you struggle through haunted forests, creepy pirate ships, secret chambers and finally Monty's Mansion.

The Toonsters need your help now. So "Toon" up your NES™ and let Montana Max know who's boss!



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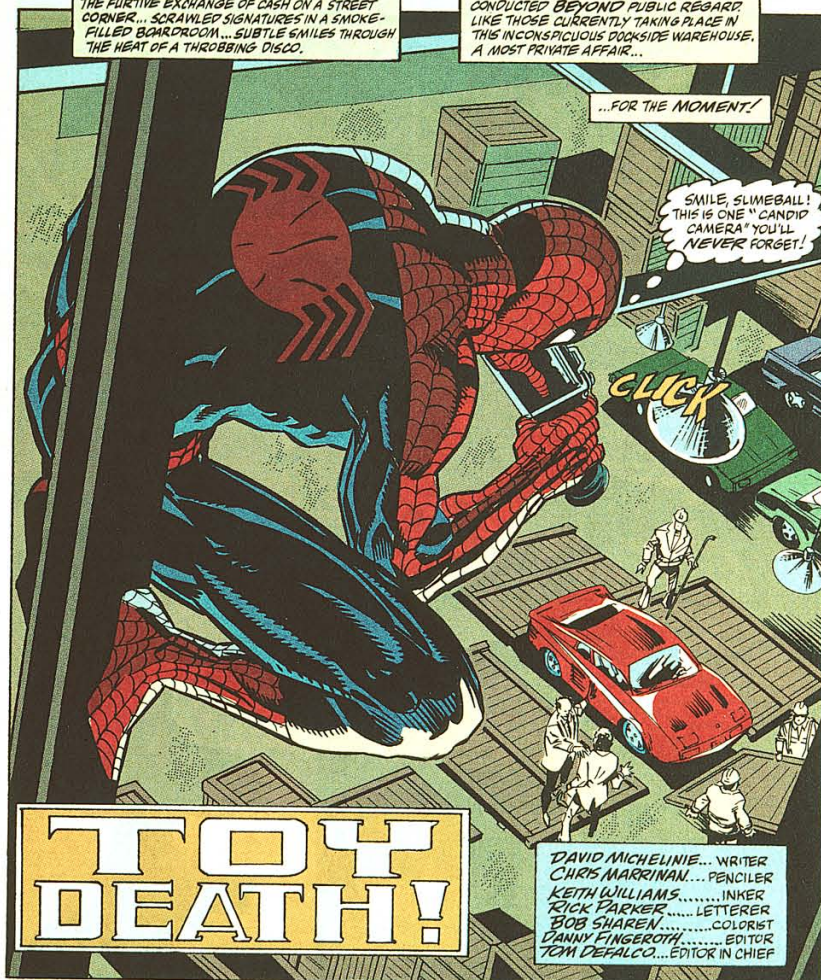


BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDERFUL WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

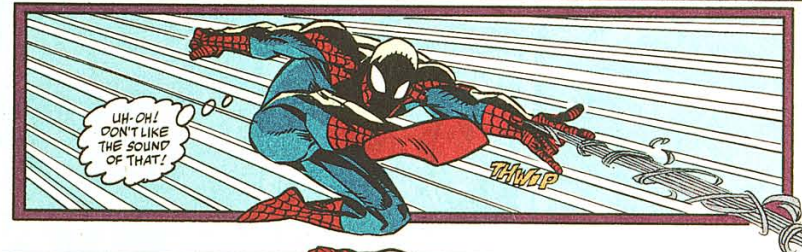
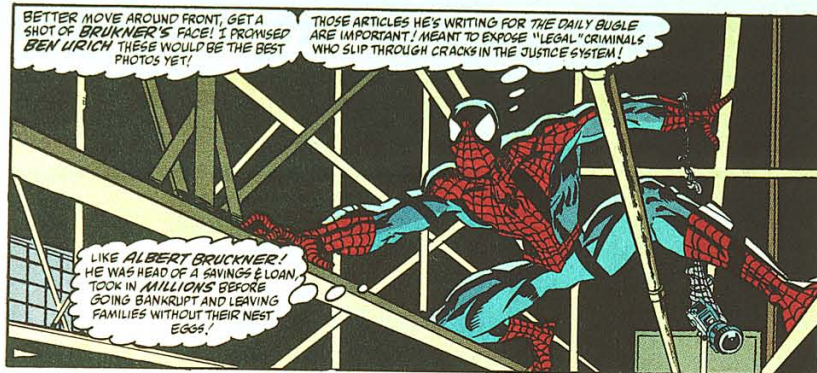
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BUT SOME NEGOTIATIONS ARE BEST CONDUCTED BEYOND PUBLIC REGARD, LIKE THOSE CURRENTLY TAKING PLACE IN THIS INCONSPICUOUS DOCKSIDE WAREHOUSE. A MOST PRIVATE AFFAIR...



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Fortunately two can play at this game, double teaming Shredder's 700 Foot Soldiers who will fight you every step of the way—from the Central Park Snow Route to the stone cold Rock 'N Roll Quarry.

Of course to crush invincible enemies like Tora and Shogun, you must master radical new attack moves which Splinter has programmed into the game.

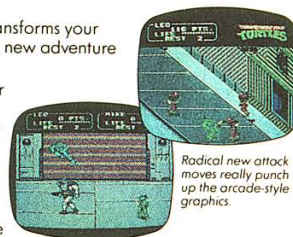
So grab the adventure that's hotter than a radioactive meltdown. But be warned. You might turn green, grow a shell and suddenly start craving jumbo pizzas with extra pepperonis.



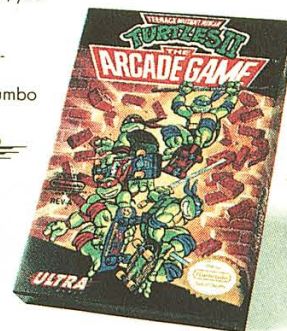
In the never before seen Ninja Castle, you'd be wise to choose a partner before you pick a fight.



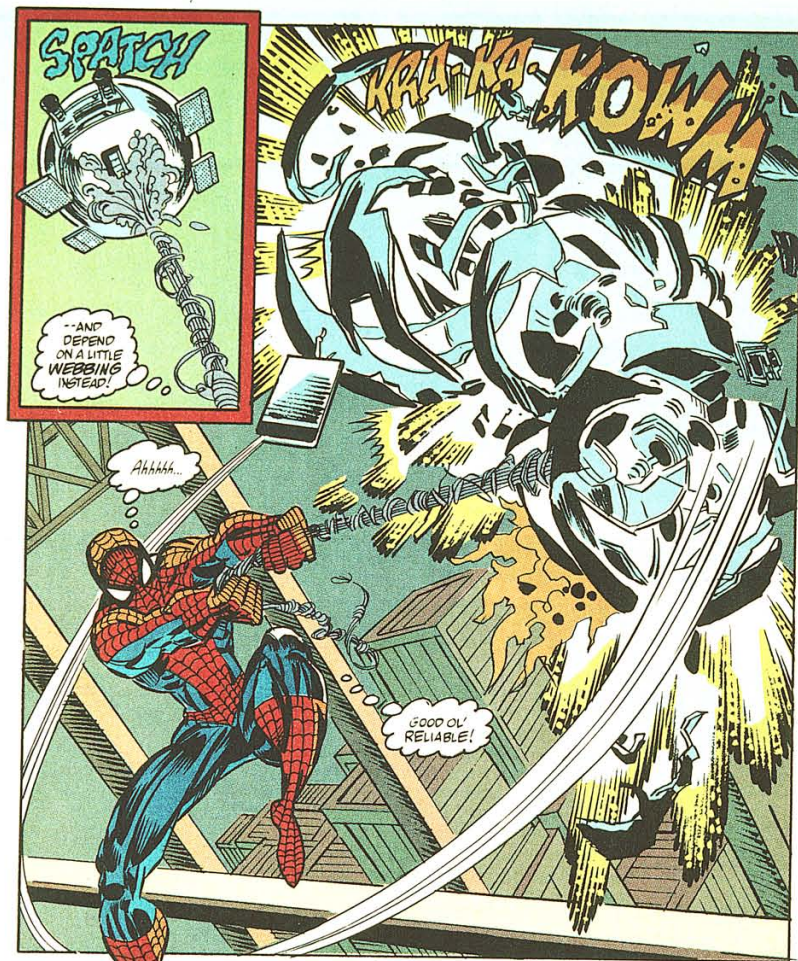
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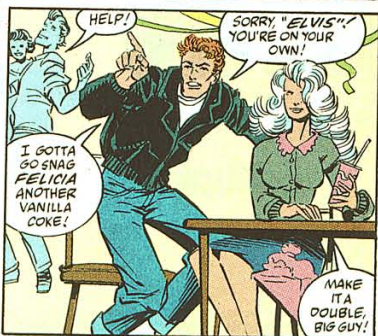
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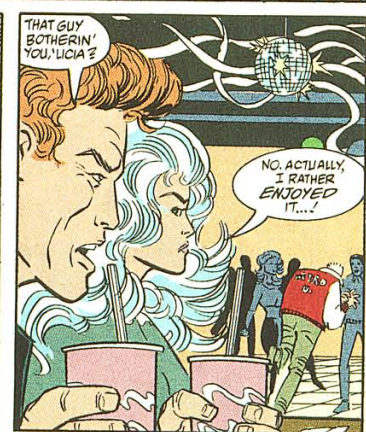
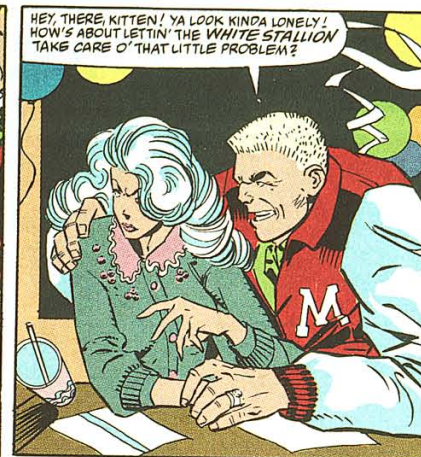
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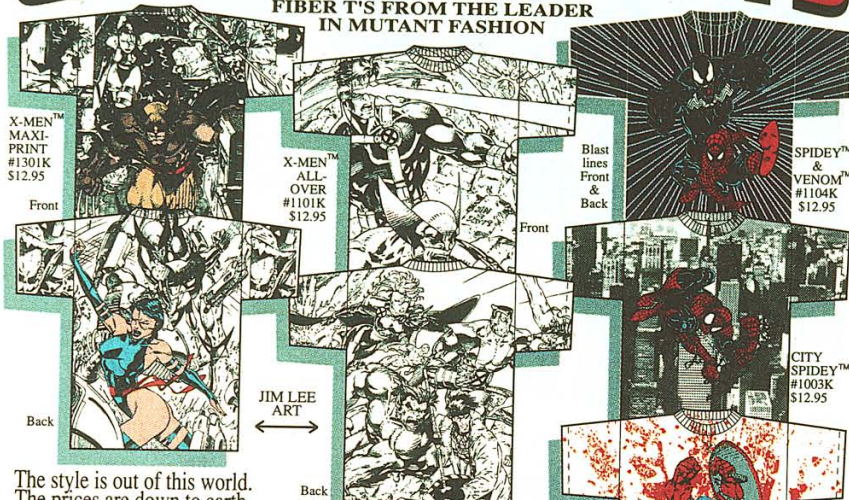
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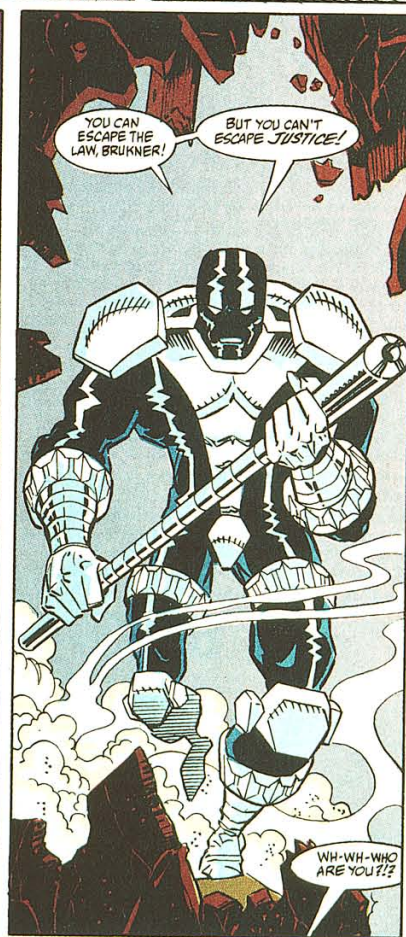
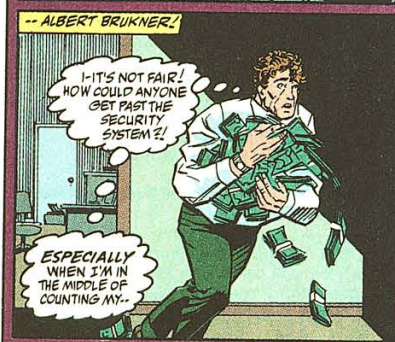
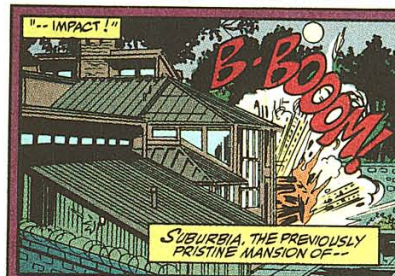
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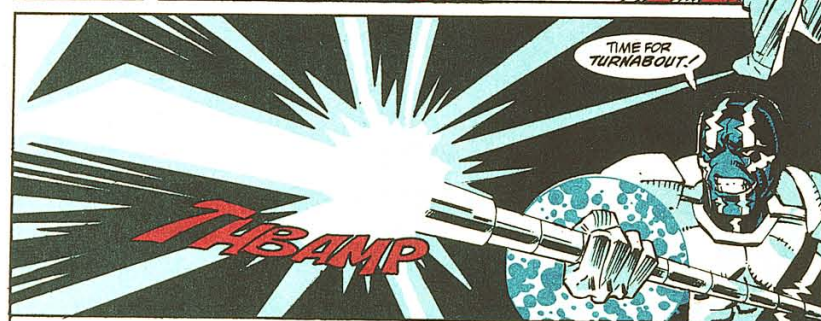
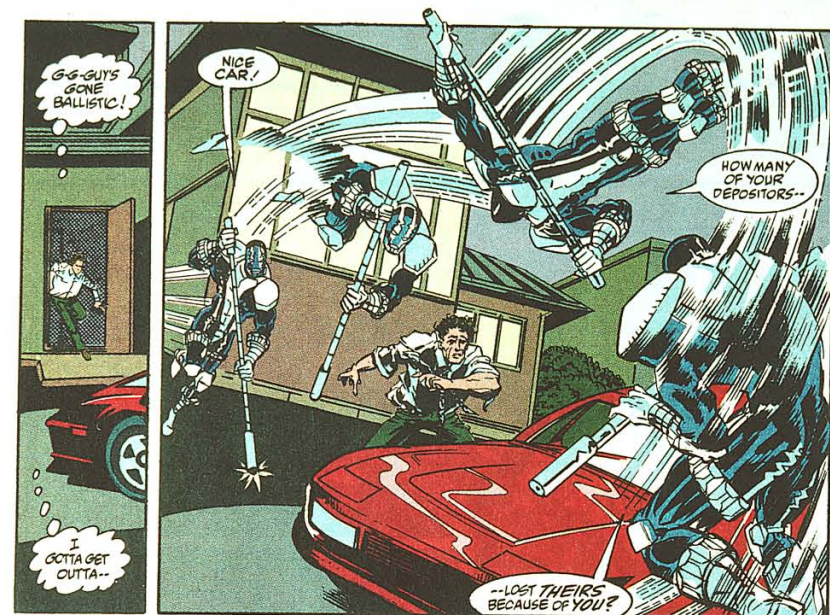
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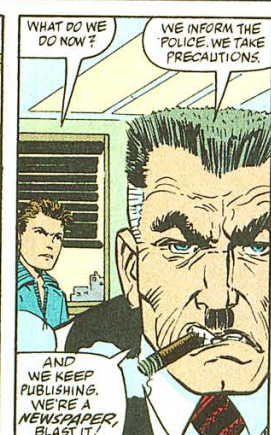
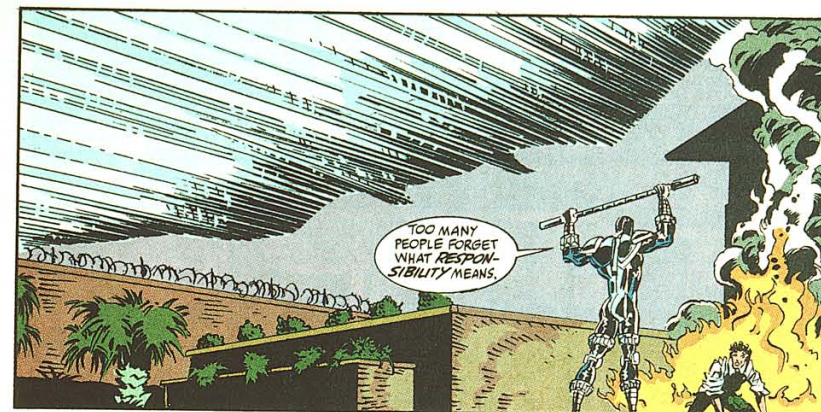


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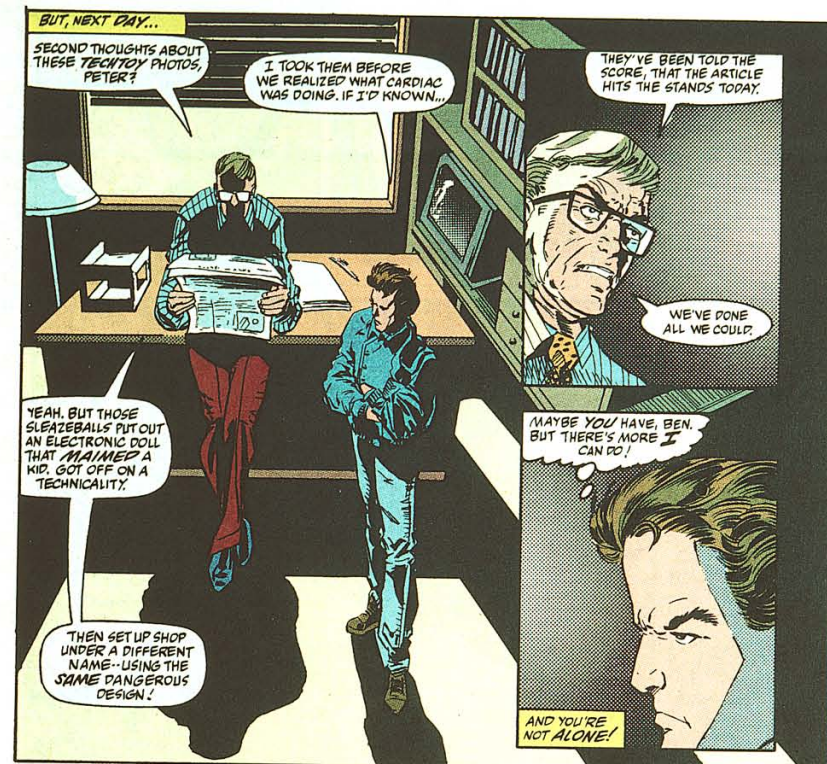
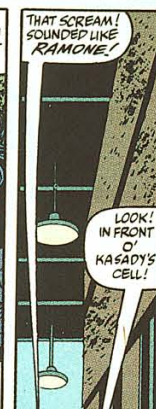
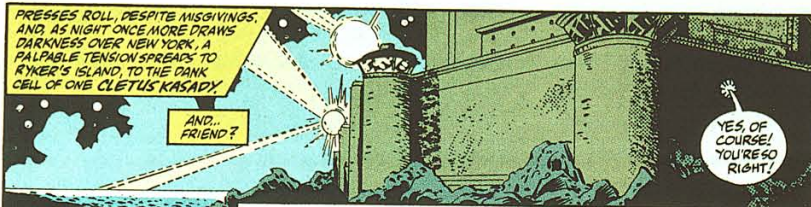




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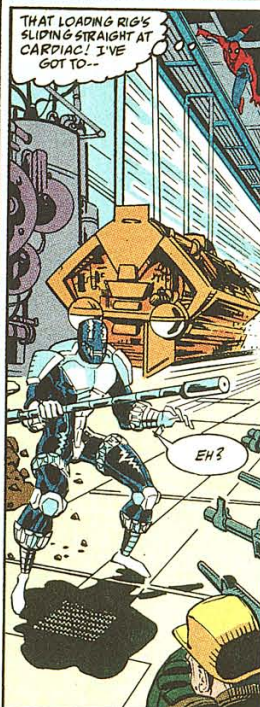
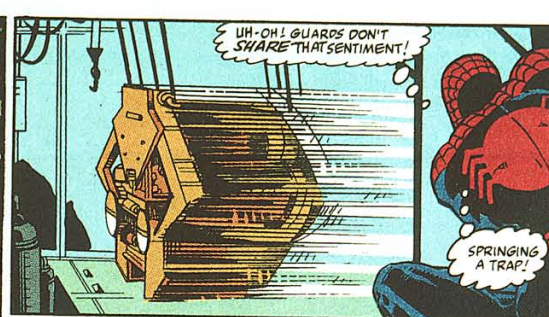


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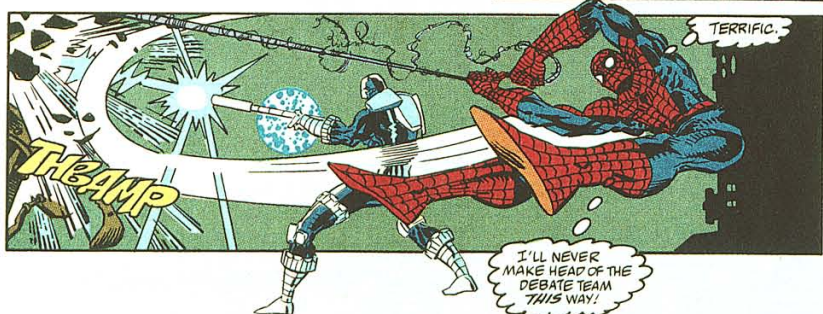
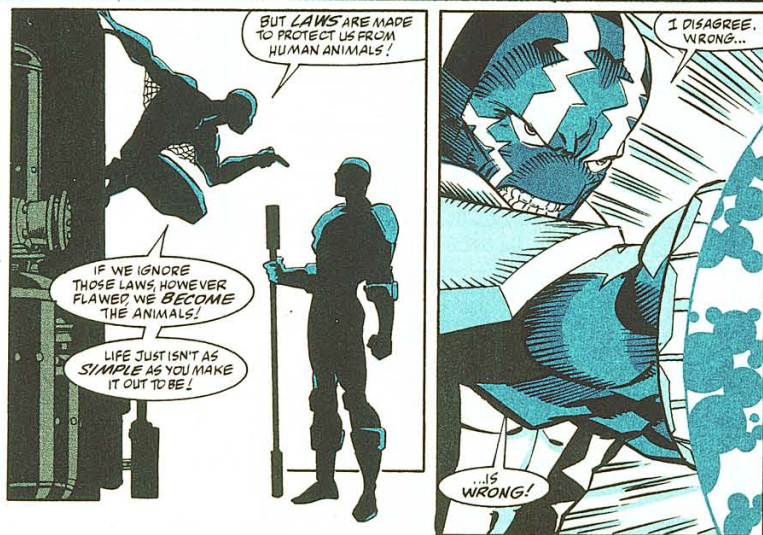
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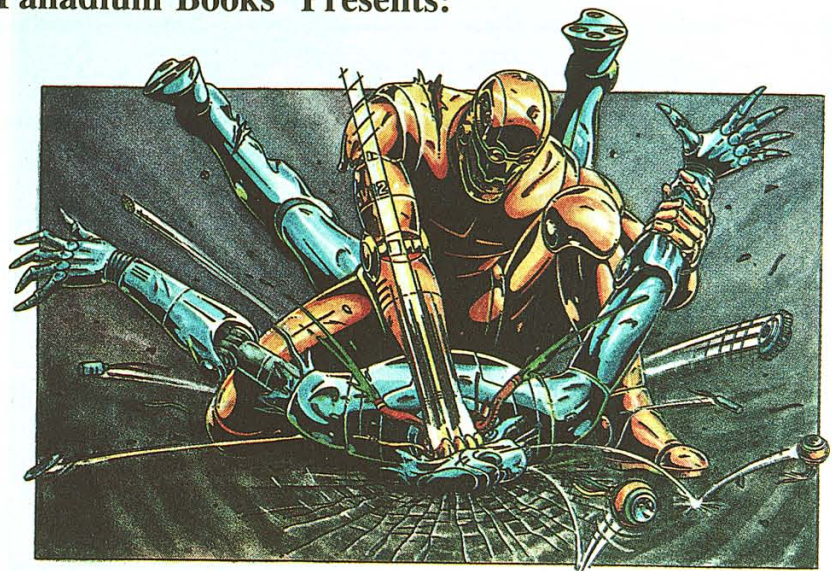
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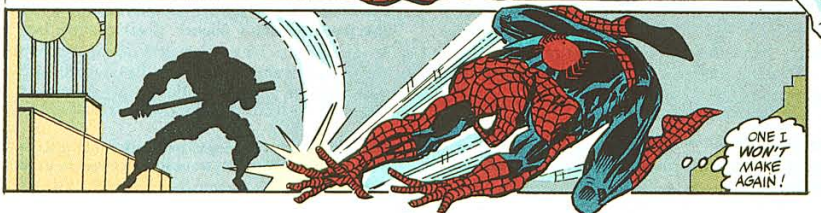
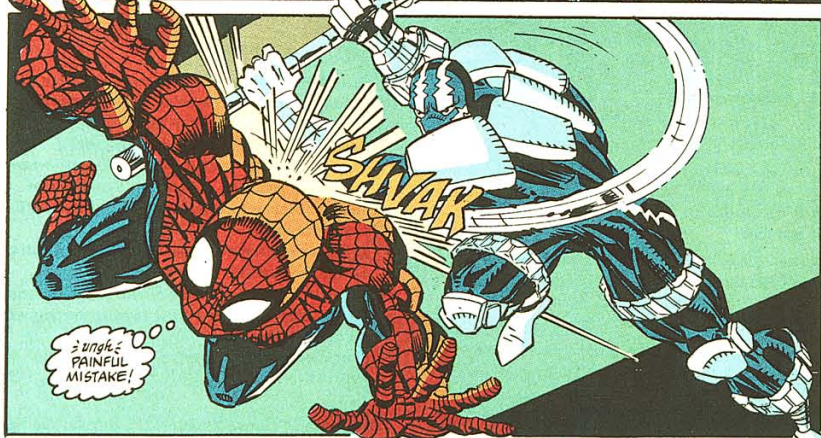
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STAN'S SOAPBOX

Hi! Heroes,

There I was reading some old Soapboxes the other day (Hey, somebody's gotta do it!) and I came across a column from 1980 that I thought might be appropriate in this, the holiday season of brotherly love. So, without further (or even lesser) ado, here goes...

Everyone yaps about young people being "different" nowadays. Forget it! Human nature doesn't change. What's happening is, the world has been wildly changing, producing new sets of rules each time you blink your eye. It's the social climate, the environment that's been changing, not you 'n me, Bunk!

Here's a Frinstance: Say you've got

two homes—a lonely cabin in the country and a small city apartment. You play your stereo full blast in your cabin, but who cares? There's no one around to hear it, so you're not disturbing anyone. But play it just as loud in your small apartment with the paper-thin walls and your neighbors wanna clobber you. You haven't changed. You're the same yo-yo in both places. But the conditions are different!

Fact is, young people are the same as ever; the same noisy, scroungy, mangy, wonderful crazies they've always been—and adults are still the same grouchy, grunchy, goopy, hard-pressed and harassed heroes they've always been—and which you'll soon become. Nothing changes but the labels. Which leads us

to the main point I wanna make —

None of us is all that different from each other. We all want essentially the same things out of life — a measure of security, some fun, some romance, friendship and the respect of our contemporaries. That goes for everyone, Italians, Russians, Arabs, Asians, Catholics, Protestants, Jews, Blacks, Browns, Whites and green-skinned Hulks. So why don't we all get with it and stop putting the "other" guys down? Just look in the mirror, mister — that other guy is you! Seasons Greetings!

Excelsior!

Stan Lee

Well, it's that time of year again, you know, jingle bells, and mistletoe and ho-ho-ho. It's the season for giving. (Last month, we had thanksgiving. This month we have giving. Shouldn't that be the other way around?)

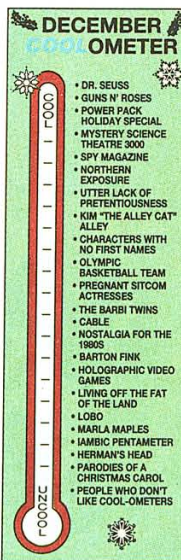
Our uptown friends were apparently very much in the spirit of giving this year—they gave us two of their employees—kind of. As we looked under the Marvel editorial tree this year, we were thrilled to find, wrapped in decorative packages with shiny red ribbons, former DC people "Jolly" Joey Cavalieri and "Merry" Mindy Newell. (It's not the Hot Wheels Race Track we had asked for, but there's always next year.) Joey and Mindy have joined us as an editor and an assistant editor, respectively and we're as happy as eight mounds of milk to have them aboard. Joey is now editor of MOON KNIGHT as well as the new ultra-top secret 2093 line. Mindy will be assisting Bob Budiansky over in Special Projects. Welcome aboard, Joey and Mindy! Now stop tacking up the mistletoe all over the joint and get to work.

All seriousness aside, we do have a lot of decorating to do here around the Marvel offices. We've even gone so far as to rearrange the ornaments at the top of the Marvel editorial tree this year, with some recent promotions. Mark "Melchior" Gruenwald, Carl "Caspar" Potts, and Bob "Balthazar" Budiansky (or, for the Wise Men of Marvel, as they're collectively known), are now all Executive Editors (with Mark being Senior Executive Editor, of course), each of whom has his own stable of editors to oversee. Tom "Scrooge" DeFalco is still our inestimable Editor in Chief, meaning he gets to put the cigar on the top of the tree. (We know, it's supposed to be a star, but Tom is the boss...)

Of course, once you have your own tree, you'll need gifts to put beneath it. As you're waiting in endless lines in department stores this year, or futilely searching for a parking space, you may be pondering gift ideas. What can you stuff in your stocking this year? Well, we can't buy your presents for you, but we can point out that this year, for the first time ever, it is now possible to own stock in Marvel. It's true, the Marvel Entertainment Group has gone public, and now it's possible to become a shareholder. Just



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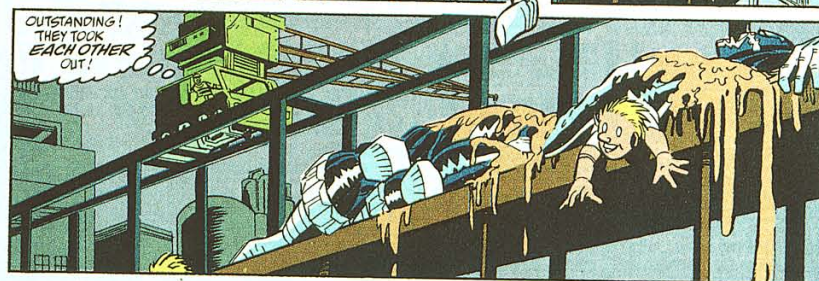
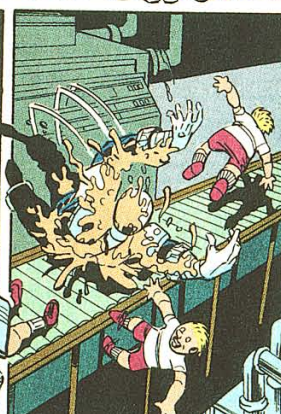
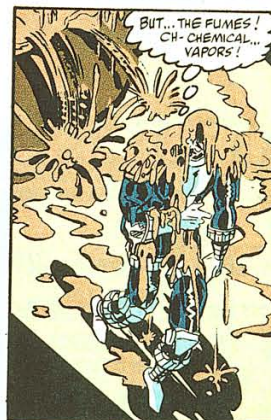
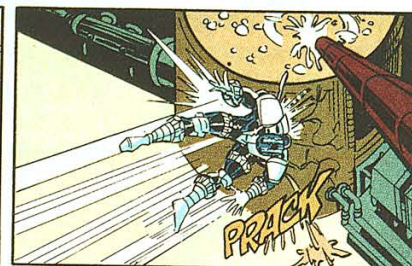
think of the punniness were one to put stock in a stocking! Even the Grinch could appreciate that!

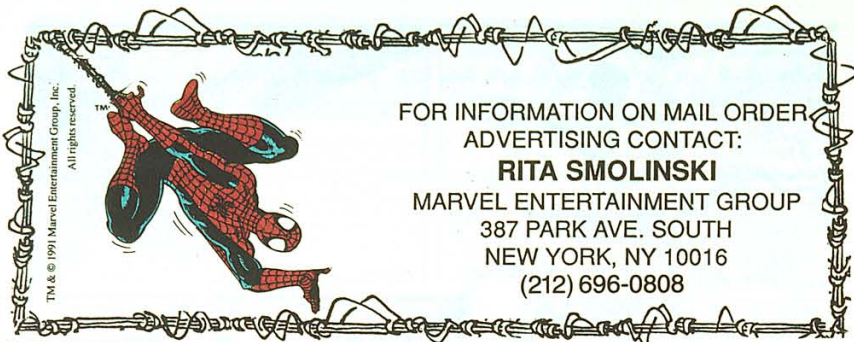
Okay, so maybe stock is not exactly your cup of eggnog. Perhaps you'd like something a little more fun. Then we can't think of anything better than a membership in WAMI, the official Marvel fan club. WAMI stands for Wild Agents of Marvel, and is not in any way affiliated with pop singer George Michael. The club membership includes a wreath-full of goodies, as well as a quarterly newsletter. It's even better than a Perry Como holiday special!

So, now, as you sit around the open fire (wishing you had a fireplace), sipping hot cocoa in the dark, praying the carolers outside won't know you're home, you may wish to relax with a good magazine. How about that copy of Entertainment Weekly, with the colorful write-up on X-MEN #1, chock full o' photos of Jim "Rudolph" Lee, John "Frosty" Byrne, and Chris "Santa" Claremont. And then there's that chestnut-roasting write-up of Todd "Tiny Tim" McFarlane received in People Magazine for his work on the SPIDER-MAN book. It occurs to us that the media have blessed the comics biz of late with the gift of coverage.

With this being the season of giving, we got to thinking what we, the Marvel Entertainment Group, could do for you, our loyal fans. Then it occurred to us: we could increase the entertainment value of all our comics by an inflationary 100%! That's a deal that's sure to make your sleighbells ring-a-ling. Unfortunately, we've also had to raise the prices of our standard newsstand comics to \$1.25. What's that, you say—only a 25% price increase with a 100% increase in quality? How can they do it, you ask? It's easy. We've all taken an oath to care even more than we usually do. If you still don't know what to make of the situation, think of it as getting a visit from the Ghost of Price Increases Past.

Brrr! The snow does seem to be piling up outside, and it seems to be getting a little deep in here, too. So it's time once again for us to cook up a batch of cut-out cookies, snuggle up with our loved ones, and listen to dogs barking out our favorite Yuletide carols. What more could any merry Marveloid ask for? Peace, people!





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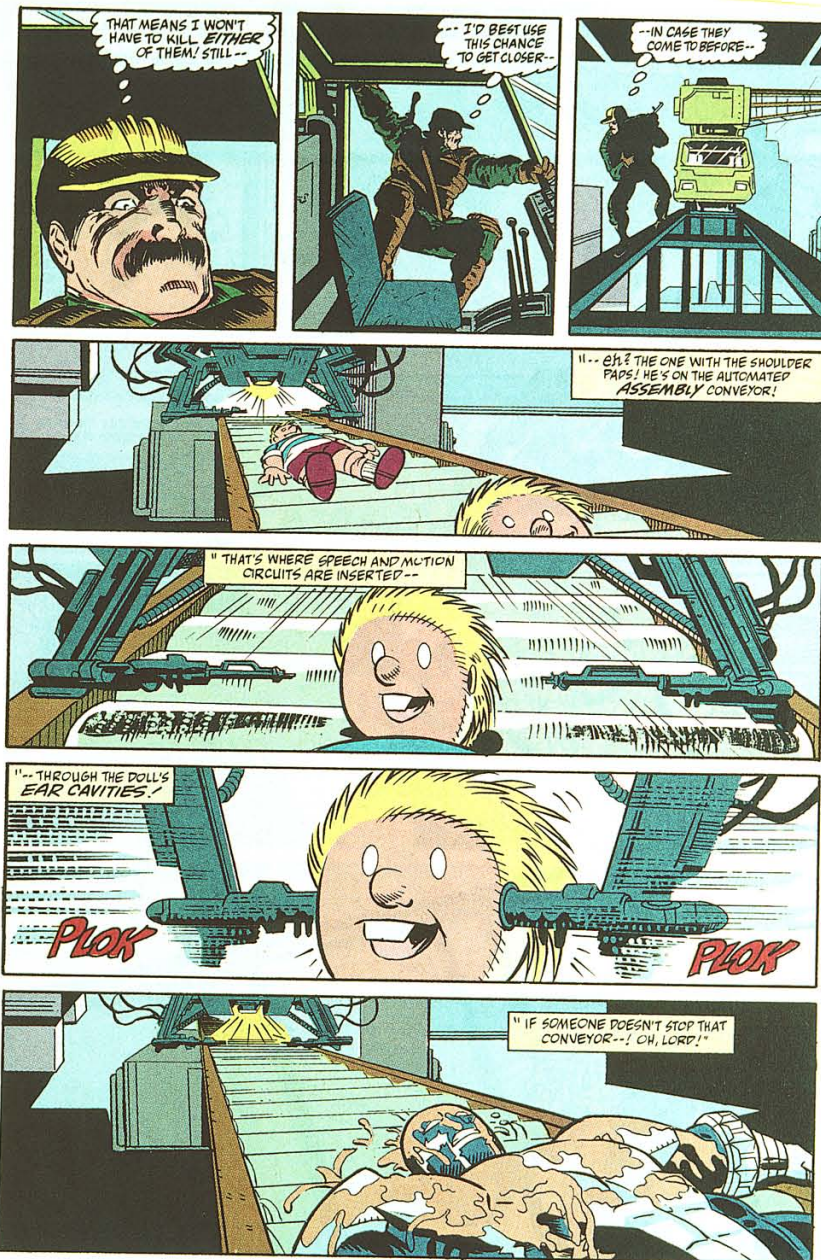
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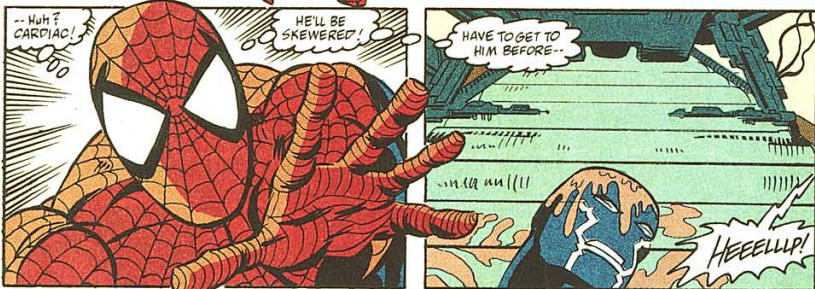
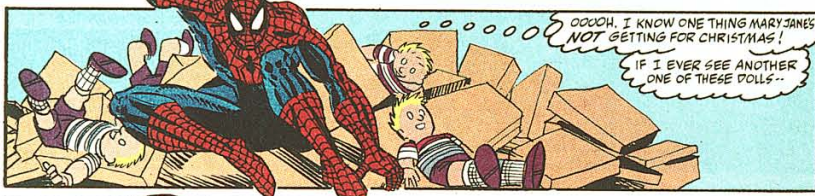
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THE SPIDER'S WEB

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387 Park Avenue South
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DANNY FINGEROTH
EDITOR
ERIC FEIN
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Web-Heads,
"Righteous Sand" in AMAZING SPIDER-MAN #348 was very nice! I love the way Sandman is being treated here, and I hope to see more of him in this title. He has been a lot more interesting as a character since he became one of the good guys! David Michelinie has earned my congratulations on a worthy follow-up to his wonderful Venom two-parter. I was so happy to see the Avengers drop by, especially since we were treated to Erik Larsen's depiction of them -- truly awesome! When Erik gets on a new book after leaving ASM (rumors say he'll do a NOVA solo book), I hope Quasar guest-stars since I love the way he was drawn here. Of course, Spidey himself will have to drop by for a few issues also.

Erik, you will be missed! Thanks again for another great issue.

Scott Haan
920 State Street
Lafayette, IN 47905

Erik's not done with the web-spinner yet, Scott. Check out current issues of adjectiveless SPIDER-MAN before you frantically search for the further adventures of everyone's favorite human rocket. Erik's doing a multi-part saga in it called "Revenge of the Sinister Six," with guest spots by Ghost Rider, Deathlok, and the Hulk, among others.

Dear Marvel,

So Spidey had a bad day. We all do. In fact, to quote Norm Peterson, "It's a dog-eat-dog world, and I'm wearing Milk Bone underwear." We all have days like these, so to have a hero go through a bad day is to really project Pete's humanity. At the end of the story,

though, Pete comes to his senses (Spidey senses that is), but one can only wish that the same happens for Sandman. I quickly got used to the idea of Sandy being an Avenger, now that is shattered. Whatever may happen, I hope he does not resort back to crime.

Joe Kucharski III
1116 Sycamore St.
Haddon Hts, NJ 08035

Sandman's not through with heroing yet, Joe. Look for the new SILVER SABLE series premiering in 1992 to see what we mean.

Dear Editor,

I am really pleased with this comic right now.

Spidey's character is really believable, and the art is wonderful. Larsen's work reminds me of both McFarlane and Klaus Janson. His depiction of the Avengers in ASM #348 was extraordinary, especially Cap and Black Widow. Maybe Erik could get in an issue of AVENGERS or CAPTAIN AMERICA here or there sometime. Also, Michelinie's Sandman was perfect. Sandy's confusion during this time of transition in his life hit the spot. I've been thinking that you might be able to make a limited series to help develop this character. Anyways, till MJ starts dating Eddie Brock, MAKE MINE MARVEL!

Sam Worland
2654 Blue Haven Ct.
E. Lansing, MI 48823

Dear Amazers,

I mean that literally, guys -- you never cease to amaze me. After the Venom storyline, I expected the thrill-ride to slow down, but no! You just couldn't stop, could you? Sandman and the Avengers was a great idea. The Sandman has always been one of my favorite villains, and I recently acquired his first appearance in AMAZING SPIDER-MAN #4 which was a great story. When he turned good I was a little disappointed, but not for long.

Now you're telling me he's contemplating crime again. Yes! Yes! That's terrific. I'm not sure if I want a complete return to evil or not. It would seem Spider-Man and the Sandman have similar financial and social problems. It would be interesting to explore how he deals with these problems in a limited series.

Thanks for amazing me, and keep up the good work.

T.A. Mazed
8044 Felicity Ct.
Springfield, VA 22153

That's two votes for a Sandman limited series. Let's hear from the rest of you!!

NEXT: Spidey's got to save somebody! But how can he do it and not let somebody else die? Find out in thirty days!



Hey, gang! Just when you thought things couldn't get any more exciting, here's a sneak peek at AMAZING SPIDER-MAN #361. It marks the debut of a new MAJOR villain--and if you think he reminds you of Venom...you ain't seen nothin' yet! And the same issue marks the pulse-pounding return of Mark Bagley and Randy Emberlin. This one is not to be missed!!

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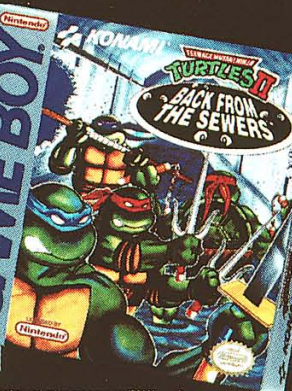
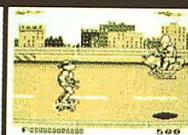
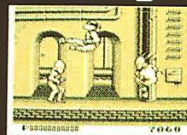


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- Righteous reporter April is missing serious air time, dude. So get slicing and maybe Shredder will choke 'n croak for good. Not!

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